

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY  
DIRECT DIAL NUMBER312/559-6158  
**0-135A023**

May 14, 1990

File No. A-11530-B

(A-327)

**MAY 15 1990 -1 45 PM****INTERSTATE COMMERCE COMMISSION**

Ms. Noretta McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Ms. McGee:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are Counterparts of Release and Bill of Sale covering locomotives under Conditional Sale Agreement and Agreement and Assignment among Continental Illinois National Bank and Trust Company of Chicago, now known as Continental Bank, N.A., this Company, and North Western Locomotive Co., whose assets were assumed by Chicago and North Western Transportation Company, dated March 29, 1988, assigned Recordation Nos. 14626 and 14626-A respectively.

Enclosed is a check for \$15.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts showing recordation data.

Sincerely,

*Lisa M. Fanelli*  
Lisa M. Fanelli  
Manager-Stock Operations

MAY 15 1 36 PM '90  
MOTOR OPERATING UNIT

Enclosure

cc: W. H. Clark III  
K. H. Lange  
J. G. Marski  
R. S. Morgan

f-cs37k10

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/15/90

OFFICE OF THE SECRETARY

Lisa M. Fanelli  
Manager-Stock Operations  
Chicago & Northwestern Transp. Co.  
One North Western Center  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/15/90 at 1:45pm and assigned recordation number(s). 14626-C

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO

14626-C

Counterpart 6 of 6  
A-11530  
(A-327)

MAY 15 1990 -1 45 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of March 29, 1985 between NORTH WESTERN LOCOMOTIVE COMPANY, a Delaware corporation (hereinafter called "NWLC") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), NWLC agreed to sell and Railroad agreed to buy one hundred nineteen (119) locomotives (hereinafter referred to as "Locomotives") described on Schedule A attached to the Conditional Sale Agreement; and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of March 29, 1985 between NWLC and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, now known as CONTINENTAL BANK N.A. (hereinafter referred to as "Agent"), NWLC assigned and transferred all of its right, title and interest under the aforesaid Conditional Sale Agreement and all of its right, title and interest to said Locomotives to Agent; and

WHEREAS, Agent has received from Railroad payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to the Locomotives have been satisfied in full; and

WHEREAS, NWLC was dissolved as of December 31, 1985; and

WHEREAS, Railroad owned 100% of the outstanding stock of NWLC and succeeded to NWLC's assets.

NOW, THEREFORE, Agent, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Locomotives, TO HAVE AND TO HOLD the Locomotives unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the above mentioned Conditional Sale Agreement and Agreement and Assignment.

Agent does hereby covenant that it has not done anything whereby the Locomotives hereby conveyed are or may be in any manner encumbered or changed; that the Locomotives are free and clear of all liens and encumbrances of every kind and nature whatsoever created by Agent or arising out of any act, obligation or liability on its part. The Agent hereby authorizes removal from the Locomotives of any and all ownership plates and other markings of Agent.

IN WITNESS WHEREOF, CONTINENTAL BANK N.A. has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by one of its Commercial Banking Officers, this 4th day of May A.D., 1990.

CONTINENTAL BANK N.A.

By

Vice President

ATTEST:

Robert W. Burt

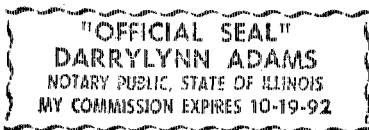
STATE OF ILLINOIS     )  
                                  )     SS  
COUNTY OF COOK     )

On this 9th day of May, 1990,  
before me personally appeared Jeff Atkins, Robert W. Bolt to me  
personally known, who, being by me duly sworn, says that they are a  
Vice President and a Banking Officer of CONTINENTAL BANK N.A., a  
corporation, that said instrument was signed on behalf of said  
corporation by authority of its Board of Directors, and they  
acknowledged that the execution of the foregoing instrument was the  
free act and deed of said corporation.

Darryl Lynn Adams  
Notary Public

My Commission Expires:

10-19-92



(NOTARY SEAL)